

RECORDATION NO. 22456-S FILED

March 27, 2009

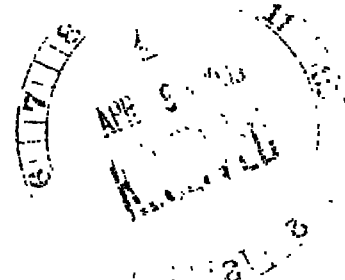
APR 10 '09

2-18 PM

**Nathan  
Sommers  
Jacobs**

SURFACE TRANSPORTATION BOARD

Surface Transportation Board  
1925 K Street, N.W.  
Suite 700  
Washington, D.C. 20423



Re: Recordation of Seventh Amendment to Security Agreement, original Security Agreement was filed under Recordation No. 22456.

To whom it may concern:

I have enclosed two (2) originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a seventh amendment to security agreement dated as of March 18, 2009 (the "Security Agreement"), which was executed in amendment of, and not in discharge or novation of, that certain Security Agreement dated as of October 31, 2003 (as amended by First Amendment to Security Agreement dated as of January 16, 2004, Second Amendment to Security Agreement dated as of March 31, 2004, Third Amendment to Security Agreement dated as of June 24, 2004, Fourth Amendment to Security Agreement dated as of February 24, 2005, Fifth Amendment to Security Agreement dated as of November 15, 2006, and Sixth Amendment to Security Agreement dated as of June 13, 2008), which was executed in renewal, extension and modification of, and not in discharge or novation of that certain Security Agreement dated as of March 15, 2002 (as amended), which was executed in renewal, extension and modification of, and not in discharge or novation of that certain Security Agreement dated as of September 27, 1999 (as amended), and is a secondary document.

The names and addresses of the parties to the Security Agreement are as follows:

Secured Party:

Amegy Bank National Association  
(formerly known as Southwest Bank of Texas, N.A.)  
Five Post Oak Park  
4400 Post Oak Parkway  
Houston, Texas 77027

**A Professional Corporation**

AMCI AUGHLIN & COMPANY, P.C.  
2800 POST OAK BOULEVARD, SUITE 700  
HOUSTON, TEXAS 77056-6102  
PHONE: 713.892.4800

DIRECT: 713.892.4863 | FAX: 713.892.4800  
EMAIL: AMCI.AUGHLIN@NATHANSOMMERS.COM

Debtor:

Southwest Rail Industries, Inc.  
601 South East Street  
Weimar, Texas 78962

A description of the equipment covered by the Security Agreement is as follows:

(a) Five hundred thirty-six (536) rail cars, specifically described on Annex "A" attached hereto (the "Railcars");

(b) all Debtor's right title and interest to all tangible personal property incorporated into the Railcars or acquired for incorporation into the Railcars, including all machinery, equipment, fixtures and other personalty of every nature and description incorporated into the Railcars or acquired for incorporation into the Railcars, whether now owned or hereafter acquired, and all appurtenances, accessions and additions thereto and substitutions and replacements therefor, wheresoever located, including all tools, parts and accessories used in connection therewith;

(c) all of Debtor's accounts, accounts receivable, contract rights, investment securities, financial assets, general intangibles, instruments, documents, chattel paper and funds on deposit with Secured Party, whether now owned or hereafter acquired, including, without limitation, all lease receivables and note receivables, all cash, notes, drafts and acceptances arising therefrom, or other proceeds of any sale, lease or other disposition of inventory, and all proceeds (including insurance proceeds) and products thereof;

(d) all of Debtors right, title and interest in and to any and all leases covering the Railcars (the "Leases");

(e) all rights, remedies and privileges of Debtor to enforce the Leases;

(f) all other general intangibles of Debtor arising from or relating to the Leases; and

(g) all products and proceeds thereof (including insurance proceeds).

A short summary of the Seventh Amendment to Security Agreement to appear in the index is as follows:

Security Agreement dated as of October 31, 2003 between Amegy Bank National Association (formerly known as Southwest Bank of Texas, N.A.), Five Post Oak Park, 4400 Post Oak Parkway, Houston, Texas 77027 ("Secured Party"), and Southwest Rail Industries, Inc., 601 South East Street, Weimar, Texas 78962 ("Debtor"), as amended by First Amendment to Security Agreement dated as of January 16, 2004, Second Amendment to Security Agreement dated as of March 31, 2004, Third Amendment to Security Agreement dated as of June 24, 2004, Fourth Amendment to Security Agreement dated as of February 24, 2005, Fifth Amendment to Security Agreement dated as of November 15, 2006, Sixth Amendment to Security Agreement dated as of June 13, 2008, and Seventh Amendment to Security Agreement dated as of March 18, 2009, which was executed in renewal, extension and modification of, and not in discharge or novation of, that certain Security Agreement dated as

of March 15, 2002 (as amended), which was executed in renewal, extension and modification of, and not in discharge or novation of, that certain Security Agreement dated as of September 27, 1999, as amended by First Amendment to Security Agreement dated as of November 1, 1999, Second Amendment to Security Agreement dated as of February 15, 2000, and Third Amendment to Security Agreement dated as of November 1, 2001, and covering (a) Five hundred thirty-six (536) rail cars, specifically described on Annex "A" attached hereto (the "Railcars"); (b) all Debtor's right title and interest to all tangible personal property incorporated into the Railcars or acquired for incorporation into the Railcars, including all machinery, equipment, fixtures and other personalty of every nature and description incorporated into the Railcars or acquired for incorporation into the Railcars, whether now owned or hereafter acquired, and all appurtenances, accessions and additions thereto and substitutions and replacements therefor, wheresoever located, including all tools, parts and accessories used in connection therewith; (c) all of Debtor's accounts, accounts receivable, contract rights, investment securities, financial assets, general intangibles, instruments, documents, chattel paper and funds on deposit with Secured Party, whether now owned or hereafter acquired, including, without limitation, all lease receivables and note receivables, all cash, notes, drafts and acceptances arising therefrom, or other proceeds of any sale, lease or other disposition of inventory, and all proceeds (including insurance proceeds) and products thereof; (d) all of Debtors right, title and interest in and to any and all leases covering the Railcars (the "Leases"); (e) all rights, remedies and privileges of Debtor to enforce the Leases; (f) all other general intangibles of Debtor arising from or relating to the Leases; and (g) all products and proceeds thereof (including insurance proceeds).

A fee of \$41.00 is enclosed. Please return one (1) file stamped original to the undersigned after recording.

Sincerely,



Ana M. McLaughlin  
Legal Assistant

:AMM

encl

j8361.50.wpd

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SURFACE TRANSPORTATION BOARD

SEVENTH AMENDMENT TO SECURITY AGREEMENT

This SEVENTH AMENDMENT TO SECURITY AGREEMENT ("Amendment"), dated as of March 18, 2009, is between SOUTHWEST RAIL INDUSTRIES, INC., a Texas corporation ("Debtor"), and AMEGY BANK NATIONAL ASSOCIATION (formerly known as Southwest Bank of Texas, N.A.), a national banking association ("Secured Party").

RECITALS:

WHEREAS, Debtor and Secured Party have entered into that certain Loan Agreement dated as of October 31, 2003, as amended by First Amendment to Loan Agreement dated as of January 16, 2004, Second Amendment to Loan Agreement dated as of March 31, 2004, Third Amendment to Loan Agreement dated as of June 24, 2004, Fourth Amendment to Loan Agreement dated as of February 24, 2005, Fifth Amendment to Loan Agreement dated as of November 15, 2006, Sixth Amendment to Loan Agreement dated as of June 13, 2008, and Seventh Amendment to Loan Agreement dated as of even date herewith (as amended, the "Loan Agreement").

WHEREAS, pursuant to the Loan Agreement Debtor executed that certain Security Agreement, dated as of October 31, 2003, as amended by First Amendment to Security Agreement dated as of January 16, 2004, Second Amendment to Security Agreement dated as of March 31, 2004, Third Amendment to Security Agreement dated as of June 24, 2004, Fourth Amendment to Security Agreement dated as of February 24, 2005, Fifth Amendment to Security Agreement dated as of November 15, 2006, and Sixth Amendment to Loan Agreement dated as of June 13, 2008 (as amended, the "Security Agreement").

WHEREAS, the execution of this Amendment is a condition to Secured Party entering into the Seventh Amendment to Loan Agreement referred to above.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which are acknowledged and agreed, Debtor and Secured Party hereby agree as follows:

ARTICLE I.Amendments

1. Amendment to Section 1.01(a). Effective as of the date hereof, Section 1.01(a) of the Security Agreement is amended to read in its entirety as follows:

(a) Five hundred thirty-six (536) rail cars, specifically described on Exhibit "A" attached hereto (the "Railcars");

2. Amendment to Section 1.02(b). Effective as of the date hereof, Section 1.02(b) of the Security Agreement is amended to read in its entirety as follows:

(b) the obligations and indebtedness of Debtor to Secured Party under the Loan Agreement, which include the Obligations (as defined in the Loan Agreement), and the Rate Management Transaction Obligations (as defined in the Loan Agreement);

3. Amendment to Exhibit "A". Effective as of the date hereof, Exhibit "A" to the Security Agreement is amended to conform in its entirety to Annex "A" attached hereto.

## ARTICLE II.

### Additional Provisions

1. Acknowledgment by Debtor. Except as otherwise specified herein, the terms and provisions hereof shall in no manner impair, limit, restrict or otherwise affect the obligations of Debtor or any third party to Secured Party under any Loan Document (as defined in the Loan Agreement).

2. Additional Documentation. From time to time, Debtor shall execute or procure and deliver to Secured Party such other and further documents and instruments evidencing, securing or pertaining to the Security Agreement or the other Loan Documents as shall be reasonably requested by Secured Party so as to evidence or effect the terms and provisions hereof.

3. Continued Effectiveness. Except as expressly modified by the terms and provisions hereof, each of the terms and provisions of the Security Agreement and the other Loan Documents are hereby ratified and confirmed, and shall remain in full force and effect. The liens and security interests created by the Security Agreement remain in full force and effect.

4. Governing Law. THE TERMS AND PROVISIONS HEREOF SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF TEXAS.

5. Binding Agreement. This Amendment shall be binding upon the heirs, executors, administrators, personal representatives, successors and assigns of the parties hereto.

6. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall be construed as one and the same instrument.

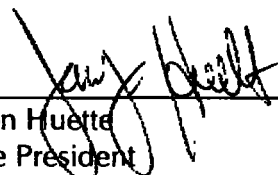
7. No Oral Agreements. This Amendment, the Loan Agreement and the other Loan Documents embody the final, entire agreement among the parties hereto. There are no oral agreements among the parties hereto.

8. Imaging. Borrower understands and agrees that (i) Lender's document retention policy involves the imaging of executed loan documents and the destruction of the paper originals, and (ii) Borrower waives any right that it may have to claim that the imaged copies of the loan documents are not originals.

EXECUTED as of the date first above written.

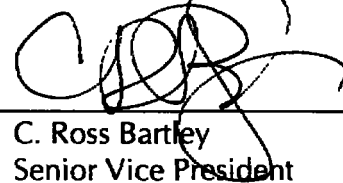
DEBTOR:

SOUTHWEST RAIL INDUSTRIES, INC.

By: \_\_\_\_\_  
Jason Huette  
Vice President

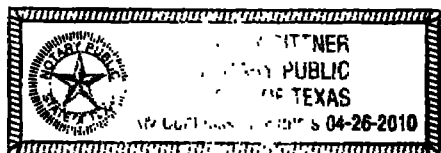
SECURED PARTY:

AMEGY BANK NATIONAL ASSOCIATION

By: \_\_\_\_\_  
C. Ross Bartley  
Senior Vice President

STATE OF TEXAS           §  
                                     §  
COUNTY OF HARRIS       §

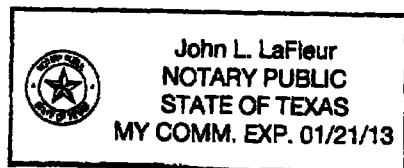
On this 18<sup>th</sup> day of March, 2009, this instrument was acknowledged before me by Jason Huetter, Vice President of Southwest Rail Industries, Inc., a Texas corporation, on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mary Litterer  
Notary Public, State of Texas

STATE OF TEXAS           §  
                                     §  
COUNTY OF HARRIS       §

On this 24<sup>th</sup> day of March, 2009, this instrument was acknowledged before me by C. Ross Bartley as Senior Vice President of AMEGY BANK NATIONAL ASSOCIATION, a national banking association, on behalf of such association, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



J. L. LaFleur  
Notary Public, State of Texas

Annex "A"

Railcars

Property Description	Date	
	Acquired	Date Built
SRIX047000	2/17/06	12/1978
SRIX047001	2/17/06	12/1978
SRIX047002	2/17/06	12/1978
SRIX047003	2/17/06	12/1978
SRIX047005	2/17/06	12/1978
SRIX047006	2/17/06	12/1978
SRIX047007	2/17/06	12/1978
SRIX047008	2/17/06	12/1978
SRIX047009	2/17/06	12/1978
SRIX047010	2/17/06	12/1978
SRIX047011	2/17/06	12/1978
SRIX047012	2/17/06	12/1978
SRIX047013	2/17/06	12/1978

Hopper Car 13 Cars

SRIX016101	2/24/87	9/1979
SRIX016102	2/24/87	2/1979
SRIX016103	2/24/87	9/1979
SRIX016105	2/24/87	9/1979
SRIX016106	2/24/87	9/1979
SRIX016107	2/24/87	9/1979
SRIX033501	6/21/91	5/1979
SRIX033020	10/22/91	10/1971
SRIX033040	10/22/91	10/1971
SRIX033050	10/22/91	10/1971
SRIX033060	10/22/91	10/1971
SRIX033090	10/22/91	10/1971
SRIX033130	10/22/91	10/1971
SRIX033140	10/22/91	10/1971
SRIX033170	10/22/91	10/1971
SRIX033180	10/22/91	10/1971
SRIX033200	10/22/91	10/1971
SRIX033240	10/22/91	10/1971
SRIX033270	10/22/91	10/1971
SRIX020513	12/30/91	2/1981
SRIX020514	12/30/91	2/1981
SRIX020515	12/30/91	2/1981
SRIX020516	12/30/91	2/1981



**Annex "A"**

Property Description	Railcars	Date	Date Built
		Acquired	
SRIX020517		12/30/91	2/1981
SRIX020518		12/30/91	2/1981
SRIX020519		12/30/91	2/1981
SRIX020521		12/30/91	2/1981
SRIX020522		12/30/91	2/1981
SRIX021524		12/30/91	5/1981
SRIX021525		12/30/91	5/1981
SRIX034004		6/05/92	01/1980
SRIX034011		7/08/92	01/1980
SRIX034012		7/08/92	01/1980
SRIX034013		7/08/92	01/1980
SRIX034018		7/08/92	01/1980
SRIX034010		8/17/92	01/1980
SRIX000221		9/01/92	11/1980
SRIX000222		9/01/92	11/1980
SRIX000223		9/01/92	10/1980
SRIX000224		9/01/92	10/1980
SRIX000225		9/01/92	10/1980
SRIX000226		9/01/92	12/1980
SRIX000227		9/01/92	11/1980
SRIX000228		9/01/92	12/1980
SRIX034017		9/08/92	01/1980
SRIX034015		10/19/92	01/1980
SRIX034020		10/19/92	01/1980
SRIX034014		11/20/92	01/1980
SRIX034016		11/20/92	01/1980
SRIX000244		9/28/93	10/1973
SRIX000245		10/27/93	11/1973
SRIX000246		10/27/93	11/1973
SRIX000037		2/01/94	8/1978
SRIX001205		3/23/94	8/1979
SRIX001207		3/23/94	8/1979
SRIX000254		11/10/94	2/1975
SRIX000255		11/10/94	2/1975
SRIX000256		11/10/94	7/1973
SRIX003200		11/10/94	11/1971
SRIX034060		9/14/95	1/1980
SRIX034075		1/03/96	10/1980
SRIX034076		1/03/96	10/1980
SRIX034077		1/03/96	10/1980
SRIX002553		1/04/96	12/1973
SRIX017007		2/01/96	6/1990
SRIX017008		2/01/96	6/1990
SRIX017009		2/01/96	6/1990
SRIX017010		2/01/96	6/1990

**Annex "A"**

Property Description	Railcars	Date	Date Built
		Acquired	
SRIX017011		2/01/96	6/1990
SRIX017012		2/01/96	6/1990
SRIX017013		2/01/96	6/1990
SRIX017014		2/01/96	6/1990
SRIX017015		2/01/96	6/1990
SRIX017016		2/01/96	6/1990
SRIX017017		2/01/96	6/1990
SRIX017018		2/01/96	6/1990
SRIX017019		2/01/96	6/1990
SRIX017020		2/01/96	6/1990
SRIX017021		2/01/96	6/1990
SRIX017022		2/01/96	6/1990
SRIX017023		2/01/96	6/1990
SRIX017024		2/01/96	6/1990
SRIX017025		2/01/96	6/1990
SRIX017026		2/01/96	6/1990
SRIX017027		2/01/96	6/1990
SRIX017028		2/01/96	6/1990
SRIX017029		2/01/96	6/1990
SRIX017030		2/01/96	6/1990
SRIX017031		2/01/96	6/1990
SRIX017053		2/01/96	12/1969
SRIX017054		2/01/96	4/1969
SRIX017055		2/01/96	5/1969
SRIX001254		1/06/97	9/1979
SRIX001255		1/06/97	9/1979
SRIX030049		4/15/97	1/1997
SRIX030050		4/15/97	1/1997
SRIX025021		7/01/98	1/1998
SRIX002300		9/03/98	10/1978
SRIX002301		9/03/98	11/1978
SRIX002303		9/03/98	11/1978
SRIX002304		9/03/98	11/1978
SRIX002311		9/03/98	10/1980
SRIX002314		9/03/98	10/1980
SRIX002316		9/03/98	10/1980
SRIX002317		9/03/98	11/1978
SRIX002319		9/03/98	10/1978
SRIX002323		9/03/98	5/1979
SRIX023502		9/03/98	4/1976
SRIX023503		9/03/98	4/1976
SRIX023504		9/03/98	4/1976
SRIX023505		9/03/98	4/1976
SRIX023506		9/03/98	3/1976
SRIX023507		9/03/98	3/1976

## Annex "A"

Property Description	Railcars	Date	
		Acquired	Date Built
SRIX016110		3/24/99	8/1976
SRIX016111		3/24/99	8/1976
SRIX016112		3/24/99	9/1976
SRIX016113		3/24/99	2/1978
SRIX016114		3/24/99	4/1978
SRIX016115		3/24/99	5/1978
SRIX016116		3/24/99	4/1978
SRIX002339		4/01/99	3/1994
SRIX002349		4/01/99	3/1994
SRIX022001		4/15/99	9/1973
SRIX030112		10/01/99	6/1976
SRIX030113		10/01/99	6/1976
SRIX030114		10/01/99	6/1976
SRIX030115		10/01/99	6/1976
SRIX030117		10/01/99	6/1976
SRIX030118		10/01/99	6/1976
SRIX030119		10/01/99	6/1976
SRIX030120		10/01/99	9/1981
SRIX030121		10/01/99	9/1981
SRIX030122		10/01/99	9/1981
SRIX030123		10/01/99	9/1981
SRIX030124		10/01/99	9/1981
SRIX030125		10/01/99	9/1981
SRIX030126		10/01/99	9/1981
SRIX030127		10/01/99	9/1981
SRIX030128		10/01/99	9/1981
SRIX045302		3/20/00	6/1977
SRIX045303		3/20/00	6/1977
SRIX045304		3/20/00	6/1977
SRIX045305		3/20/00	6/1977
SRIX045306		3/20/00	6/1977
SRIX045307		3/20/00	6/1977
SRIX045308		3/20/00	6/1977
SRIX045309		3/20/00	6/1977
SRIX045310		3/20/00	6/1977
SRIX045311		3/20/00	6/1977
SRIX045312		3/20/00	6/1977
SRIX045313		3/20/00	6/1977
SRIX045314		3/20/00	6/1977
SRIX045315		3/20/00	6/1977
SRIX045316		3/20/00	6/1977
SRIX045317		3/20/00	6/1977
SRIX045318		3/20/00	6/1977
SRIX045319		3/20/00	6/1977
SRIX045320		3/20/00	6/1977

## Annex "A"

Property Description	Railcars	Date	
		Acquired	Date Built
SRIX045321		3/20/00	6/1977
SRIX045322		3/20/00	6/1977
SRIX045323		3/20/00	6/1977
SRIX045324		3/20/00	6/1977
SRIX045325		3/20/00	6/1977
SRIX045326		3/20/00	6/1977
SRIX045327		3/20/00	6/1977
SRIX045328		3/20/00	6/1977
SRIX045329		3/20/00	6/1977
SRIX045330		3/20/00	6/1977
SRIX045331		3/20/00	6/1977
SRIX045332		3/20/00	6/1977
SRIX045333		3/20/00	6/1977
SRIX045334		3/20/00	6/1977
SRIX045335		3/20/00	6/1977
SRIX045336		3/20/00	6/1977
SRIX045337		3/20/00	6/1977
SRIX045338		3/20/00	6/1977
SRIX045339		3/20/00	6/1977
SRIX045340		3/20/00	6/1977
SRIX045341		3/20/00	6/1977
SRIX045342		3/20/00	6/1977
SRIX045343		3/20/00	6/1977
SRIX045344		3/20/00	6/1977
SRIX045345		3/20/00	6/1977
SRIX045347		3/20/00	6/1977
SRIX045348		3/20/00	6/1977
SRIX045349		3/20/00	6/1977
SRIX045350		3/20/00	6/1977
SRIX045351		3/20/00	6/1977
SRIX045352		3/20/00	6/1977
SRIX045353		3/20/00	6/1977
SRIX045354		3/20/00	6/1977
SRIX045355		3/20/00	6/1977
SRIX045356		3/20/00	6/1977
SRIX045357		3/20/00	6/1977
SRIX045358		3/20/00	6/1977
SRIX045359		3/20/00	6/1977
SRIX045360		3/20/00	6/1977
SRIX045362		3/20/00	6/1977
SRIX045363		3/20/00	6/1977
SRIX045364		3/20/00	6/1977
SRIX045365		3/20/00	6/1977
SRIX045366		3/20/00	6/1977
SRIX045367		3/20/00	6/1977

Annex "A"

Property Description	Railcars	Date	
		Acquired	Date Built
SRIX045369		3/20/00	6/1977
SRIX045370		3/20/00	6/1977
SRIX045371		3/20/00	6/1977
SRIX045372		3/20/00	6/1977
SRIX045373		3/20/00	6/1977
SRIX045374		3/20/00	6/1977
SRIX045375		3/20/00	6/1977
SRIX045376		3/20/00	6/1977
SRIX045377		3/20/00	6/1977
SRIX045378		3/20/00	6/1977
SRIX045379		3/20/00	6/1977
SRIX045380		3/20/00	6/1977
SRIX045381		3/20/00	6/1977
SRIX045382		3/20/00	6/1977
SRIX045383		3/20/00	6/1977
SRIX045384		3/20/00	6/1977
SRIX045385		3/20/00	6/1977
SRIX045386		3/20/00	6/1977
SRIX045387		3/20/00	6/1977
SRIX045388		3/20/00	6/1977
SRIX045389		3/20/00	6/1977
SRIX045390		3/20/00	6/1977
SRIX045391		3/20/00	6/1977
SRIX045392		3/20/00	6/1977
SRIX045393		3/20/00	6/1977
SRIX045394		3/20/00	6/1977
SRIX045395		3/20/00	6/1977
SRIX045396		3/20/00	6/1977
SRIX045397		3/20/00	6/1977
SRIX045398		3/20/00	6/1977
SRIX020100		3/31/00	9/1980
SRIX020101		3/31/00	9/1980
SRIX020102		3/31/00	9/1980
SRIX020103		3/31/00	9/1980
SRIX023530		3/31/00	9/1980
SRIX023532		3/31/00	9/1980
SRIX023533		3/31/00	10/1984
SRIX023534		3/31/00	10/1984
SRIX023535		3/31/00	10/1984
SRIX023536		3/31/00	10/1984
SRIX023537		3/31/00	10/1984
SRIX023538		3/31/00	10/1984
SRIX023539		3/31/00	10/1984
SRIX023540		3/31/00	10/1984
SRIX023541		3/31/00	10/1984

## Annex "A"

Property Description	Railcars	Date	
		Acquired	Date Built
SRIX023542		3/31/00	10/1984
SRIX023543		3/31/00	10/1984
SRIX023544		3/31/00	10/1984
SRIX023549		6/09/00	10/1984
SRIX023550		6/09/00	10/1984
SRIX023551		6/09/00	10/1984
SRIX023552		6/09/00	10/1984
SRIX023553		6/09/00	7/1984
SRIX045300		7/01/00	6/1977
PPRX000018		2/01/01	12/2000
SRIX024003		2/01/01	12/2003
SRIX024004		2/01/01	12/2003
SRIX025011		2/01/01	3/2000
SRIX025012		2/01/01	3/2000
SRIX025013		2/01/01	3/2000
SRIX025014		2/01/01	3/2000
SRIX025015		2/01/01	3/2000
SRIX025016		2/01/01	3/2000
SRIX025017		2/01/01	3/2000
SRIX025018		2/01/01	3/2000
SRIX025020		2/01/01	3/2000
SRIX030129		9/28/01	9/2001
SRIX030130		9/28/01	9/2001
SRIX030131		9/28/01	9/2001
SRIX030132		9/28/01	9/2001
SRIX030133		9/28/01	9/2001
SRIX033617		4/08/02	2/2002
SRIX033618		4/08/02	2/2002
SRIX033619		4/08/02	2/2002
SRIX033620		4/08/02	2/2002
SRIX033621		4/08/02	2/2002
SRIX033622		4/08/02	2/2002
SRIX033623		4/08/02	2/2002
SRIX030134		6/19/02	11/1980
SRIX030136		6/19/02	11/1980
SRIX030137		6/19/02	11/1980
SRIX030138		6/19/02	11/1980
SRIX030139		6/19/02	11/1980
SRIX030140		6/19/02	11/1980
SRIX030142		6/19/02	11/1980
SRIX033547		10/31/02	11/1992
SRIX020106		3/04/03	1/1973
SRIX021004		5/02/03	8/1981
SRIX021005		5/02/03	8/1981
SRIX021006		5/02/03	1/1982

**Annex "A"**

Property Description	Railcars	Date	Date Built
		Acquired	
SRIX021007		5/02/03	2/1982
SRIX021008		5/02/03	2/1982
SRIX021009		5/02/03	2/1982
SRIX021010		5/02/03	2/1982
SRIX021011		5/02/03	2/1982
SRIX021012		5/02/03	2/1982
SRIX021013		5/02/03	2/1982
SRIX021014		5/02/03	2/1982
SRIX021015		5/02/03	2/1982
SRIX021016		5/02/03	2/1982
SRIX021017		5/02/03	12/1981
SRIX021018		5/02/03	1/1982
SRIX021019		5/02/03	1/1982
SRIX021020		5/02/03	1/1982
SRIX020700		6/18/03	4/1968
SRIX020701		6/18/03	3/1968
SRIX020702		6/18/03	5/1968
SRIX020703		6/18/03	5/1968
SRIX020704		6/18/03	5/1968
SRIX020705		6/18/03	5/1968
SRIX023555		10/30/03	5/1988
SRIX023556		10/30/03	5/1988
SRIX023557		10/30/03	5/1988
SRIX023558		10/30/03	5/1988
SRIX023559		10/30/03	5/1988
SRIX023560		10/30/03	5/1988
SRIX023561		10/30/03	5/1988
SRIX023562		10/30/03	5/1988
SRIX023563		10/30/03	5/1988
SRIX023564		10/30/03	5/1988
SRIX023565		10/30/03	5/1988
SRIX023566		10/30/03	5/1988
SRIX023567		10/30/03	5/1988
SRIX023568		10/30/03	5/1988
SRIX023569		10/30/03	5/1988
SRIX023570		10/30/03	5/1988
SRIX023571		10/30/03	5/1988
SRIX023572		10/30/03	5/1988
SRIX023573		10/30/03	5/1988
SRIX023574		10/30/03	5/1988
SRIX023575		10/30/03	5/1988
SRIX023576		10/30/03	5/1988
SRIX023577		10/30/03	5/1988
SRIX023578		10/30/03	5/1988
SRIX023579		10/30/03	5/1988

**Annex "A"**

Property Description	Railcars	Date	
		Acquired	Date Built
SRIX023580		10/30/03	5/1988
SRIX023581		10/30/03	5/1988
SRIX023582		10/30/03	5/1988
SRIX023583		10/30/03	5/1988
SRIX023584		10/30/03	5/1988
SRIX023585		10/30/03	5/1988
SRIX023586		10/30/03	6/1988
SRIX023587		10/30/03	6/1988
SRIX023588		10/30/03	6/1988
SRIX023589		10/30/03	6/1988
SRIX023590		10/30/03	6/1988
SRIX023591		10/30/03	6/1988
SRIX023592		10/30/03	6/1988
SRIX023593		10/30/03	6/1988
SRIX023594		10/30/03	6/1988
SRIX023595		10/30/03	6/1988
SRIX023596		10/30/03	6/1988
SRIX023597		10/30/03	6/1988
SRIX023598		10/30/03	6/1988
SRIX023599		10/30/03	6/1988
SRIX219600		10/30/03	1/1970
SRIX219800		10/30/03	3/1969
SRIX252600		10/30/03	1/1975
SRIX252700		10/30/03	1/1975
SRIX252900		10/30/03	1/1975
SRIX253200		10/30/03	1/1975
SRIX033631		11/12/03	11/2003
SRIX033633		11/12/03	11/2003
SRIX033634		11/12/03	11/2003
SRIX033635		11/12/03	11/2003
SRIX033632		11/19/03	11/2003
SRIX033636		11/19/03	11/2003
SRIX033637		11/19/03	11/2003
SRIX033638		11/19/03	11/2003
SRIX033639		11/19/03	11/2003
SRIX033640		11/19/03	11/2003
SRIX033641		11/19/03	11/2003
SRIX033642		11/19/03	11/2003
SRIX033643		11/19/03	11/2003
SRIX033644		11/19/03	11/2003
SRIX033645		11/19/03	11/2003
SRIX033646		11/19/03	11/2003
SRIX033647		12/02/03	11/2003
SRIX033648		12/02/03	11/2003
SRIX033649		12/02/03	11/2003



**Annex "A"**

Property Description	Railcars	
	Date Acquired	Date Built
SRIX033650	12/02/03	11/2003
SRIX033651	12/05/03	11/2003
SRIX033652	12/05/03	11/2003
SRIX033653	12/05/03	11/2003
SRIX033654	12/05/03	11/2003
SRIX033655	12/05/03	11/2003
SRIX030143	1/14/04	12/2003
SRIX030144	1/14/04	12/2003
SRIX030145	1/14/04	12/2003
SRIX030146	1/14/04	12/2003
SRIX030147	1/14/04	12/2003
SRIX025029	6/11/04	2/2004
SRIX025030	6/11/04	2/2004
SRIX025031	6/11/04	2/2004
SRIX025034	6/11/04	3/2004
SRIX025035	6/11/04	3/2004
SRIX025036	6/11/04	3/2004
SRIX030148	6/11/04	3/2004
SRIX030149	6/11/04	3/2004
SRIX030150	6/11/04	3/2004
SRIX030151	6/11/04	3/2004
SRIX030152	6/11/04	3/2004
SRIX033670	6/11/04	3/2004
SRIX033671	6/11/04	3/2004
SRIX033672	6/11/04	3/2004
SRIX033673	6/11/04	3/2004
SRIX033674	6/11/04	3/2004
SRIX033675	6/11/04	3/2004
SRIX033676	6/11/04	3/2004
SRIX033677	6/11/04	3/2004
UTLX003261	6/11/04	1/1980
UTLX003262	6/11/04	1/1980
UTLX003263	6/11/04	1/1980
SRIX030164	7/04/04	7/2004
SRIX030165	7/04/04	7/2004
SRIX030166	7/04/04	7/2004
SRIX030167	7/04/04	7/2004
SRIX030168	7/04/04	7/2004
SRIX030169	7/04/04	7/2004
SRIX030170	7/04/04	7/2004
SRIX030171	7/04/04	7/2004
SRIX030172	7/04/04	7/2004
SRIX030177	7/04/04	7/2004
SRIX030179	7/04/04	7/2004
SRIX030180	7/04/04	7/2004

**Annex "A"**

Property Description	Railcars	
	Acquired	Date Built
SRIX030181	7/04/04	7/2004
SRIX030162	7/26/04	7/2004
SRIX030163	7/26/04	7/2004
SRIX033698	10/14/04	10/2004
SRIX033699	10/14/04	10/2004
SRIX033702	10/14/04	10/2004
SRIX033700	10/27/04	10/2004
SRIX033701	10/27/04	10/2004
SRIX033704	10/27/04	10/2004
SRIX033705	10/27/04	10/2004
SRIX033706	3/31/05	11/2004
SRIX033707	3/31/05	11/2004
SRIX033708	3/31/05	11/2004
SRIX033709	3/31/05	11/2004
SRIX033710	3/31/05	11/2004
SRIX033711	3/31/05	11/2004
SRIX033712	3/31/05	11/2004
SRIX033713	3/31/05	11/2004
SRIX033714	3/31/05	11/2004
SRIX033715	3/31/05	11/2004
SRIX033703	11/05/05	11/2004
SRIX025037	9/07/06	6/2006
SRIX025038	9/07/06	6/2006
SRIX025039	11/30/06	11/2006
SRIX025040	11/30/06	11/2006
SRIX025041	11/30/06	11/2006
SRIX025042	11/30/06	11/2006
SRIX025043	11/30/06	11/2006
SRIX025044	11/30/06	11/2006
SRIX025045	11/30/06	11/2006
SRIX025046	11/30/06	11/2006
SRIX025047	11/30/06	11/2006
SRIX025048	11/30/06	11/2006
SRIX025049	11/30/06	11/2006
SRIX025050	11/30/06	11/2006
SRIX025051	11/30/06	11/2006
DDRX002635	3/19/07	1/2007
DDRX002636	3/19/07	1/2007
DDRX002637	3/19/07	1/2007
DDRX002638	3/19/07	1/2007
SRIX018001	6/18/07	7/1980
SRIX018002	6/18/07	7/1980
SRIX018003	6/18/07	7/1980
SRIX018004	6/18/07	7/1980
SRIX018005	6/18/07	7/1980

## Annex "A"

Property Description	Railcars	Date	
		Acquired	Date Built
SRIX018006		6/18/07	7/1980
SRIX018007		6/18/07	7/1980
SRIX018008		6/18/07	7/1980
SRIX018009		6/18/07	7/1980
SRIX023600		6/18/07	5/1998
SRIX023601		6/18/07	5/1998
SRIX023602		6/18/07	5/1998
SRIX023603		6/18/07	5/1998
SRIX023604		6/18/07	5/1998
SRIX023605/HOKX021002		6/18/07	5/1998
SRIX023606		6/18/07	5/1998
SRIX020523		9/27/07	12/1972
SRIX024005		9/27/07	12/1977
SRIX024008		9/27/07	3/1974
SRIX024009		9/27/07	10/1974
SRIX024010		9/27/07	6/1974
SRIX020524		11/14/07	12/1974
SRIX020525		11/14/07	8/1974
SRIX024006		11/14/07	2/1975
SRIX024007		11/14/07	12/1974
SRIX024011		11/14/07	3/2000
SRIX025052		6/13/08	5/2008
SRIX025053		6/13/08	5/2008
SRIX025054		6/13/08	5/2008
SRIX025055		6/13/08	5/2008
SRIX025056		6/13/08	5/2008
SRIX025057		6/13/08	5/2008
SRIX025058		6/13/08	5/2008
SRIX025059		6/13/08	5/2008
SRIX025060		6/13/08	5/2008
SRIX025061		6/13/08	5/2008
SRIX024012		6/17/08	3/2000
SRIX024013		6/17/08	3/2000
SRIX024014		6/20/08	3/2000
SRIX024015		6/20/08	3/2000
SRIX024016		6/26/08	3/2000
SRIX020526		8/31/08	5/1979
SRIX020527		8/31/08	3/1982
SRIX020528		8/31/08	2/1979
SRIX020529		8/31/08	2/1979
SRIX023607		8/31/08	2/1975
SRIX023608		8/31/08	10/1977
SRIX023609		8/31/08	10/1977
<b>Tanker Car</b>		<b>516 Cars</b>	

# Annex "A"

Property Description	Railcars	Date	
	Acquired	Date Built	
SRIX020800	11/2008		
SRIX020801	11/2008		
SRIX020802	11/2008		
SRIX020803	11/2008		
SRIX020804	11/2008		
SRIX020805	11/2008		
SRIX020806	11/2008		
SRIX020807	11/2008		
SRIX020808	11/2008		
SRIX020809	11/2008		
	10 Cars		

**Grand Total** 536 Cars